

## **Exhibit D**



► **Roger H. Cummings**

**M E M B E R**

**Areas of Practice Emphasis**

- Business Technology
- Corporate
- Schools and Educational Institutions
- Intellectual Property
- International
- Mergers and Acquisitions
- Minority Business Enterprises
- Antitrust and Trade Regulation

**Prominent Assignments**

- Regularly counsel international and domestic clients concerning wide range of corporate issues regarding U.S.-based business
- Corporate counseling and contract negotiations involving joint ventures, strategic alliances, mergers/acquisitions, and related agreements
- Antitrust and trade regulation counseling
- Drafting and negotiating wide variety of contracts and licenses regarding design, development, maintenance, sale, warranty, and related matters associated with automotive vehicles, systems, and components, at all levels
- Counsel for intellectual property matters, such as:
  - intellectual property matters for selling corporation in \$1 billion divestiture;
  - joint venture agreements for design, development and/or supply of products such as automotive seating systems, recliners, brake lines and safety system components (air bag inflators), and other technologies such as thin-film solar/photovoltaic cells and nickel-metal-hydride batteries;
  - product development and technology licensing agreements;
  - OEM, tier one/lower tier purchase order/supply agreement terms and conditions, nondisclosure – nonanalysis agreements, product/technology development agreements, and related matters;
  - intellectual property matters in troubled supplier/workout situations including accommodation/license agreements;
  - intellectual property matters in agreements with the government, such as an OEM hybrid vehicle project with DOE, and agreements involving universities and USCAR;
  - agreements for design/fabrication of prototype vehicles; and
  - clickwrap license agreements including, for example, vehicle diagnostic systems and data for specialty equipment manufacturers

**Education**

- J.D. (*magna cum laude*), Harvard Law School, 1974
- Law Clerk: Honorable J. Edward Lumbard, United States Court of Appeals for the Second Circuit, 1974-1975
- B.A. in Economics (*summa cum laude*), Amherst College, 1971

**Admitted to Practice**

- Michigan, 1981
- New York, 1975

**Professional and Community Involvement**

- Member, Board of Trustees, Garrett-Evangelical Theological Seminary (Evanston, Illinois)

**Publications and Presentations**

- American Bar Association, Section of International Law & Practice, Co-editor (with David Goldsweig, formerly of General Motors and Delphi Automotive Systems), [International Joint Ventures: A Practical Approach to Working with Foreign Investors in the U.S. and Abroad](#) (2nd Edition), 1990



► **Paul T. Fitzpatrick**

**O F C O U N S E L**

**Areas of Practice Emphasis**

- Environmental
- Real Estate

**Representative Clients**

- Akzo Nobel
- Brunswick Corp.
- Delphi Corporation
- Ford Motor Company
- Kmart Corporation
- Pitney Bowes
- Shell Oil
- Toyoda Gosei North America Corporation
- United Technologies
- Visteon Corporation

**Prominent Assignments**

- Environmental Counsel to Visteon Corporation Worldwide
- Environmental counsel to the creditors committee in the breakup of Victor Posner's manufacturing holdings in eight states and Canada (with off-site Superfund involvement at 22 additional sites)
- Establishment and management of environmental transactional sub-practice group at New York-based LeBoeuf, Lamb, Greene & MacRae before joining Dickinson Wright
- Representation of numerous clients over many years on environmental and land use matters in state and federal litigation and administrative proceedings involving the U.S. Department of Justice, the USEPA, the Army Corps of Engineers, state regulatory agencies, local planning, zoning and flood commissions, as well as citizens groups
- Legal counsel for developer representing national drugstore chain entering southeast Michigan market
- Environmental counsel for borrower in \$3.7 billion financing secured by 150+ properties in 30 states, and subsequent \$330 million commercial mortgage-backed securitization with 81 properties in 28 jurisdictions, co-managed by Morgan Stanley and Chase Securities and rated by Moody's and Duff & Phelps
- Representation of 17 corporation steering committee in \$75 million Superfund remediation and litigation action, involving two collateral appeals to the 6th Circuit
- Representation of purchaser in all aspects of acquisition of laser technology corporation

**Education**

- J.D., University of Michigan, 1984
- B.A. in Philosophy and Classical Greek Language and Literature (with distinction), University of Michigan, 1979

**Admitted to Practice**

- Connecticut, 1986
- Michigan, 1996
- U.S. District Court, District of Connecticut, 1989
- U.S. District Court, Eastern District of Michigan, 1991
- U.S. Court of Appeals, Sixth Circuit, 1994

**Professional and Community Involvement**

- State Bar of Michigan, Business and Environmental Sections
- Connecticut State Bar
- Pro bono courtroom representation and non-profit board of directors representation in child advocacy area
- Service on multi-faith ecumenical counsel
- Served as law clerk to Justice Rosemary Barkett of the Florida Supreme Court (now on the 11th Circuit)



► **Edgar C. Howbert**

**M E M B E R**

**Areas of Practice Emphasis**

- Banking and Financial Services
- Bankruptcy
- Mergers and Acquisitions

**Representative Clients**

- JP Morgan Chase Bank, N.A.
- Altarum Institute (formerly Environmental Research Institute of Michigan)
- Borders Group, Inc.

**Significant Assignments**

- Counsel to Bank One's Business Finance Group in numerous credit-based and asset-based loan transactions
- Counsel to JP Morgan Chase Bank, N.A. as Agent in the Chapter 11 proceedings of Aetna Industries, Inc, Zenith Industrial Corporation, The Ingersoll Milling Machine Company, Fleming Packaging Corporation, and others
- Counsel to Debtors and Creditors Committees in Chapter 11 proceedings
- Counsel to Borders Group, Inc. in connection with its borrowing transactions
- Counsel to various corporations, e.g., Fred Sanders, Weaver Exploration Company, Palace Quality Service Industries, Inc. on general corporate matters, including both public and private offerings of stock
- Counsel to Visteon Corporation in connection with its commercial paper program

**Education**

- L.L.B. (*cum laude*), Harvard Law School, 1965
- A.B. (*cum laude*), Princeton University, 1959

**Admitted to Practice**

- Michigan, 1966

**Professional and Community Involvement**

- Former Member of Board of Directors and General Counsel, Turnaround Management Association
- General Counsel, Association of Certified Turnaround Professionals, Inc.
- Member, Debtor and Creditor Section of Metropolitan Detroit Bar Association
- Member, American Bankruptcy Institute
- Former President, Board of Trustees, Franklin-Wright Settlements, Inc.
- Former President, Board of Trustees, Friends School in Detroit
- Former member, Board of Trustees, University Liggett School
- Director, Detroit Youth Foundation

**Publications**

- *Digest of Commercial Laws of the World*, "State Variations of Commercial Law for Michigan"
- Co-author of book, *Strategies for Secured Creditors in Workouts and Foreclosures*, American Law Institute and American Bar Association, 2004

**Acknowledgements**

- 2005-2006 Edition of the Best Lawyers in America



► **Kristi A. Katsma**

**M E M B E R**

**Areas of Practice Emphasis**

- Bankruptcy
- Commercial and Business Litigation
- Corporate

**Representative Clients**

- JP Morgan Chase Bank, NA
- Caterpillar Financial Corporation
- Combine International
- Visteon Corporation

**Education**

- J.D., University of Michigan Law School, 1995
- B.S. in Economics (*magna cum laude*), Western Michigan University, 1992

**Admitted to Practice**

- Michigan, 1995

**Professional and Community Involvement**

- Member, State Bar of Michigan
- Member, American Bar Association
- Board Member, Washtenaw County Bar Association, 1998-2000
- President, Washtenaw County Young Lawyers Association, 1999-2000
- Volunteer Impact



► **Christopher C. Maeso**

**M E M B E R**

**Areas of Practice Emphasis**

- Corporate
- Mergers & Acquisitions
- Banking & Financial Services
- Private Capital
- Securities
- Real Estate

**Representative Clients**

- Delphi Corporation
- Crestmark Bank
- Blue Cross Blue Shield of Michigan
- Poof-Slinky, Inc.
- Magna International, Inc.
- Olga's Kitchen, Inc.
- Seligman & Associates
- LaSalle Bank Midwest, N.A.

**Prominent Assignments**

- Borrower's counsel on a \$2.8 billion financing
- Representation of a NYSE listed company in all of their securities law matters; representation of NASDAQ listed company on select securities law issues
- Chief counsel for a local bank on all corporate, commercial and lending matters
- Corporate and acquisition counsel for major companies in the automotive supply, manufacturing, toy, restaurant, banking, technology and other industries
- Counsel to private equity funds
- Drafting master form commercial documents for a Tier One automotive supplier and Fortune 100 company
- Negotiating and closing a complex joint venture arrangement between an Internet start-up and Fortune 100 company
- Acting as primary counsel for a real estate developer in the acquisition, financing and development of office buildings and vacant land
- Representation of various parties in commercial real estate purchase, sale and leasing transactions
- Representation of a NYSE listed target company in a hostile tender offer
- Representation of a separate NYSE listed target company in a hostile proxy contest

**Education**

- B.A., University of Michigan, 1992
- J.D., University of Michigan Law School, 1994

**Admitted to Practice**

- Michigan, 1995
- Illinois, 1995

**Professional and Community Involvement**

- Member of the State Bar of Michigan
- Member of the Illinois State Bar Association
- Member of the American Bar Association
- Former Member of the Board of Directors for the Michigan Hispanic Bar Association
- Member of the Board of Directors of the Technology Law and Training Advisory Board for the Institute of Continuing Legal Education

**Publications and Presentations**

- Guest Lecturer at Hillsdale College undergraduate entrepreneur's course – Spring 2005 and 2006
- Privacy Policies—Don't Draft Away One of Your Client's Most Valuable Assets, Michigan Business Law Journal—Fall 2001



► **Raymond C. Meiers, Jr.**

**O F C O U N S E L**

**Areas of Practice Emphasis**

- Intellectual Property

**Representative Clients**

- Rolls Royce Aircraft Engines
- Kellogg Company
- Federal-Mogul Corporation
- Delphi Corporation

**Prominent Assignments**

- Experience in all aspects of U.S. patent prosecution including drafting and filing utility, provisional and design patent applications; re-examination, reissue and correction of previously granted patents; and interference proceedings
- Experience directing foreign associates in prosecuting international patent applications to maximize the scope of rights, including applications in China, Russia, Japan, Germany, United Kingdom, Australia, Mexico and Canada
- Substantive experience acquiring patent rights in numerous technology areas including:
  - Aircraft engines, including lubrication scavenge systems and shaft coupling systems
  - Automotive systems, including chassis, brakes, steering columns, and climate control
  - Building & construction, including tools and fixtures
  - Edible products, including appearance, formulations, and food manufacturing processes
  - General electromechanical & mechanical devices, including clamps, weld guns, valves, ball screws and constant velocity joints
  - Heat transfer systems, including evaporators/condensers, geothermal systems, vortex tubes and Stirling cycle applications
  - Manufacturing & assembly systems, including robotic manipulators, endless conveyors and modular production arrangements
  - Material science, including laser treatment of surfaces, electro-chemical machining and metal casting
  - Packaging systems, including packaging materials and packaging processes
  - Textiles, including fabric formation and laminating
- Experience in providing counsel to clients on competitors' patents, including providing opinions on matters of non-infringement, invalidity, freedom to practice and design-arounds

- Experience in providing counsel to clients on intellectual property asset management, including drafting technology exchange and transfer agreements, license agreements and intellectual property due diligence associated with mergers and acquisitions
- Five years of full-time work experience as an engineer designing, developing and marketing products prior to entering law school, including three years in product engineering and two years in sales engineering
- Legal extern with the patent department of the Procter & Gamble Company during law school
- Judicial extern for Justice Alice Robie Resnick of the Ohio Supreme Court during law school

**Education**

- J.D., University of Cincinnati College of Law, 2000
- B.S.M.E., University of Toledo, 1992

**Admitted to Practice**

- Michigan, 2000
- U.S. Patent and Trademark Office, 2002

**Professional and Community Involvement**

- American Intellectual Property Law Association (Member, Management of IP Assets Committee)
- Intellectual Property Owners Association
- Michigan Intellectual Property Lawyers Association
- American Society of Mechanical Engineers

**Publications and Presentations**

- Organizer, "IP Valuation" Educational Session, American Intellectual Property Law Association Spring Meeting, May 2006, Chicago
- Author, "Community Design Protection in the European Union," Dickinson Wright Intellectual Property Law Update, Fall 2006



► **Harold W. Milton, Jr.**

**O F C O U N S E L**

**Areas of Practice Emphasis**

- Intellectual Property

**Prominent Assignments**

- Manage the Dickinson Wright Intellectual Property Academy to produce high quality patent applications by blending experience and training tools with the enthusiasm of law students and recent law graduates who are also degreed engineers or scientists
- Served as lead trial counsel in successfully litigating various patented technologies, assisting new enterprises in protecting their technology to entice investment or the sale of the enterprise, and overseeing the creation of patent, trade secret and trademark portfolios during periods of significant growth for several large corporations
- Engaged in all phases of patent, trademark and copyright practice, including prosecution of patent applications and licensing
- Former examiner in the U.S. Patent Office and a Patent Advisor in the Office of Naval Research, U.S. Navy
- Editor of the Patent, Trademarks and Copyright sections of the Michigan Institute of Continuing Legal Education Business Forms Book
- Mentored over one hundred new attorneys into the practice of patent law through his IP internship program during the last thirty years
- Adjunct Professor, Michigan State University College of Law

**Education**

- J.D., Georgetown University Law Center, 1964  
- Member, *Georgetown University Law Journal*, 1963-64
- B.S. in Aeronautical Engineering, Purdue University, 1957

**Admitted to Practice**

- Michigan, 1964
- Virginia, 1964
- U.S. Patent and Trademark Office, 1964

**Professional and Community Involvement**

- Member, State Bar of Michigan
- Member, American Intellectual Property Law Association
- Member, Michigan Intellectual Property Law Association
- Member, Examining Corps, U.S. Patent Office, 1961-62



► **James H. Novis**

**M E M B E R**

**Areas of Practice Emphasis**

- Taxation; State, Local, Federal, Tax Planning
- Tax Litigation; Tax Controversies
- Government Relations and Administrative Law
- Federal and State Tax Structuring and Planning
- Estate Planning and Trusts
- Real Estate
- Financial Services

**Representative Clients**

- Catalina Marketing Corporation
- Michigan International Speedway
- Dart Energy Corporation
- Honda of America Mfg., Inc.
- IGT
- Ryder Truck Rentals
- Illinois Tool Work, Inc.

**Prominent Assignments**

- Represent small to multinational businesses in connection with federal and state tax controversies, including tax appeals and assessment/refund litigation involving Michigan revenue, property and unemployment taxes
- Represent small to large taxpayers concerning real and personal property tax appeals in Michigan covering a full range of commercial property
- Counsel clients in planning for and structuring acquisitions, mergers, and other business transactions with respect to federal and state tax matters
- Counsel individual and business clients in connection with business and investment transactions to minimize taxes and comply with tax laws
- Counsel clients in formation of business entities, choice of entity, business transactions and contracts and executive compensation

**Education**

- Certified Public Accountant, State of Michigan, 1981
- J.D. (*cum laude*), University of Michigan, 1979
- B.A. Accounting (*with high honors*), Accounting, Michigan State University, 1976

**Admitted to Practice**

- Michigan
- U.S. District Court, Eastern District of Michigan, 1979
- U.S. Tax Court, 1981

**Professional and Community Involvement**

- Member, State Bar of Michigan; Taxation Section Chairperson, 1999-2000; State and Local Committee Chairperson, 1992-1993
- Member, Michigan Association of Certified Public Accountants (State and Local Tax Committee) and American Association of Certified Public Accountants, 1979

**Publications and Presentations**

- Frequent speaker, Michigan Association of Certified Public Accountants' annual conferences and seminars on state tax matters
- *Michigan School Finance Reform, the Voters Must Choose*, Michigan Tax Lawyer, 1994
- *Single Business Tax-Refund Opportunities – A Judicial Flurry*, Michigan Tax Lawyer, 1993
- *Taxpayer Bill of Rights 2*, Michigan Tax Lawyer, 1996
- *Taxes and the Independent Contractor* (parts 1 and 2), PT: Magazine of Physical Therapy, March, 1993



► **Robert L. Stearns**

**M E M B E R**

**Areas of Practice Emphasis**

- Intellectual Property
- Gaming

**Prominent Assignments**

- Engaged in all phases of patent, trademark and copyright practice, with a focus on preparing and prosecuting patent applications and licensing
- Substantive experience includes technologies such as:
  - metal casting arts
  - powder metal technology
  - thermal spraying
  - heat treating
  - sliding bearings
  - pistons
  - seals and gaskets
  - isolator fastening assemblies
  - automotive steering columns
  - braking systems
  - CV joints
  - hydraulic pumps and hoses

**Education**

- J.D., Detroit College of Law, 1991
- B.S. (Metallurgical Engineering) Michigan Technological University, 1987

**Admitted to Practice**

- Michigan, 1991
- U.S. Patent and Trademark Office, 1991
- U.S. District Court Eastern District of Michigan, 1992

**Professional and Community Involvement**

- Member, State Bar of Michigan, 1991 - Present
- Member, Federal Circuit Bar Association
- Member, Michigan Patent Lawyers Association
- Member, Saginaw County Bar Association
- Member, Saginaw Valley Patent Law Association (Past President)
- Member, American Bar Association
- Member, American Foundrymen's Society
- Member, American Society of Metals